

EXHIBIT C

Proof of Claim

United States Bankruptcy Court Southern District Of New York		PROOF OF CLAIM
Name of Debtor Delphi Automotive Systems LLC		Case Number 05-44640-rdd
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): Texas Foundries, Ltd.		This Space For Court Use Only
Name and Address where notices should be sent: JPMORGAN Chase Bank, N.A., as Assignee of Texas Foundries, Ltd. c/o Stanley Lim 270 Park Avenue, 17th Floor New York, NY 10017		
Telephone Number: 212-270-4421		
Last four digits of account or other number by which creditor identifies debtor:		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center;">(date) (date)</div>
2. Date debt was incurred: August - October, 2005		3. If court judgment, date obtained:
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations.		
Unsecured Nonpriority Claim \$ 435,170.30 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____
Unsecured Priority Claim. <input checked="" type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ 80,962.22 Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).		<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 546(c) (reclamation claim) <small>* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
5. Total Amount of Claim at Time Case Filed: \$ <u>435,170.30</u> (Unsecured) <u>80,962.22</u> (Secured) <u>516,132.52</u> (Total)		
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		This Space For Court Use Only
Date: 1/26/06 Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Geoffrey A. Bell Geoffrey A. Bell, Chief Financial Officer		U.S. BANKRUPTCY COURT S.D. OF N.Y. 2006 FEB 3 - 3 A 10 32

Delphi Pre-Petition Balance

Customer Purchase Order	Invoice Number	Invoice Date	Reclam Claim	Partial Paymt	Amount Due
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9012853	9949300	3/8/2001			11,610.32
9012853	9949301	3/8/2001			8,326.77
9012853	9949764	3/16/2001			7,776.61
9012853	9949765	3/16/2001			8,441.41
9012853	9950218	3/28/2001			5,144.69
9012853	9950219	3/28/2001			1,712.65
9012853	9950220	3/28/2001			13,445.29
9012853	9952023	5/3/2001			8,038.36
9012853	9952024	5/3/2001			12,111.36
9012853	9952907	5/22/2001			13,005.12
9012853	9952908	5/22/2001			8,011.28
9012853	9956705	8/23/2001			11,074.34
9012853	9956706	8/23/2001			9,107.00
9012853	9957711	9/17/2001			9,650.41
9012853	9958283	9/27/2001			13,400.09
	A 655681	6/10/2005			295.68
	A 655798	6/13/2005			285.12
	A 656404	6/20/2005			591.36
	A 656852	6/27/2005			580.80
	A 657178	6/29/2005			552.86
	A 657875	7/1/2005			485.76
	A 660164	7/8/2005			558.42
	A 660242	7/11/2005			236.56
	A 660450	7/15/2005			87.94
	A 660491	7/18/2005			72.38
	A 661387	7/29/2005			-17,500.74
	A 664373	8/8/2005			88.90
	A 664531	8/9/2005			87.94
	A 664912	8/12/2005			76.98
	A 665207	8/16/2005			87.94
	A 665795	8/22/2005			281.57
	A 665976	8/23/2005			178.16
	A 666400	8/26/2005			88.70
	A 667833	9/2/2005			154.54
	A 670432	9/12/2005			176.64
	A 671134	9/16/2005			184.30
	A 671331	9/19/2005			58.76
	A 672736	9/27/2005			176.84
	A 673577	9/30/2005			90.04
	A 674539	10/4/2005			177.40
	A 676757	10/7/2005			88.70
	A 815052	8/15/2005			47.04
	A 829052	8/29/2005			-982.72
550054736	896614	9/3/2004			6,346.56
550054736	896651	9/7/2004			16,133.76
550054732	900326	2/5/2005			6,103.25
550054736	900527	2/5/2005			15,283.65
550054732	901337	3/4/2005			6,665.13
550054736	901338	3/4/2005			1,328.85
550054761	901339	3/4/2005			52.12
550054736	901340	3/4/2005			1,313.03
550054761	901341	3/4/2005			52.12
550054736	901342	3/4/2005			2,461.88
550054761	901343	3/4/2005			54.79
550054736	901344	3/4/2005			2,534.93
550054761	901345	3/4/2005			54.79
550054736	901346	3/4/2005			353.68
550054732	902097	4/2/2005			3,532.94
550054736	902313	4/13/2005			18,668.16
550054732	903215	5/7/2005			2,668.35
550054736	C 903987	6/5/2005			-656.60
550054736	904693	6/30/2005			3,350.40
550054761	904742	6/30/2005			2,587.20
550054761	904743	6/30/2005			2,587.20
55054761	904744	6/30/2005			1,120.18
55054761	904745	6/30/2005			1,120.18
550054732	904917	7/3/2005			1.37
550054736	C 904918	7/3/2005			-2,086.09
550054761	C 904919	7/3/2005			-157.93
550054736	C 904920	7/3/2005			-2,086.09
550054761	C 904921	7/3/2005			-157.93
550054736	C 904922	7/3/2005			-1,705.14

Delphi Pre-Petition Balance

Customer Purchase Order	Invoice Number	Invoice Date	Reclam Claim	Partial Paymt	Amount Due
550054761	C 904923	7/3/2005			-184.81
550054736	C 904924	7/3/2005			-1,705.14
550054761	C 904925	7/3/2005			-184.81
550054736	C 904926	7/3/2005			-108.34
55054761	C 904927	7/3/2005			-90.40
550054736	C 904928	7/3/2005			-108.34
55054761	C 904929	7/3/2005			-90.40
550054736	C 905678	8/6/2005			-5,952.96
550054761	905830	8/15/2005			2,613.07
550054761	905831	8/15/2005			2,613.07
550054736	C 906600	9/4/2005			-4,088.44
550054736	906841	9/19/2005			18,668.16
550054736	906887	9/20/2005			18,675.84
550054736	906934	9/22/2005			18,668.16
550054736	907035	9/26/2005			15,317.76
550054736	907102	9/29/2005	Yes		18,668.16
550054736	907242	10/3/2005	Yes		18,669.12
550054736	907257	10/5/2005	Yes		18,668.16
550054736	907329	10/6/2005	Yes	Yes	162.34
550054736	907451	10/2/2005	Yes		1,875.84
	A6482143	4/28/2005			-21,159.08
550004498	9979872	11/27/2002			1,191.87
550004498	9985100	3/18/2003			6,279.12
550004498	9985101	3/18/2003			6,279.12
550025262	9985651	3/28/2003			646.64
550025262	9985652	3/28/2003			640.57
AARONSMITH1	9986068	4/1/2003			676.58
AARONSMITH2	9986069	4/1/2003			760.72
55002562	9986284	4/3/2003			704.37
55002562	9986285	4/3/2003			722.34
550025262	9987312	4/25/2003			1,890.07
550025262	9987313	4/25/2003			1,908.28
550025262	9987314	4/25/2003			1,871.98
550025262	9987315	4/25/2003			1,860.00
550004498	9988511	5/13/2003			6,279.12
550004498	9988512	5/13/2003			6,279.12
550004498	9988675	5/15/2003			6,279.12
550004498	9988676	5/15/2003			6,279.12
550004498	9988988	5/20/2003			6,279.12
550004498	9988989	5/20/2003			6,279.12
550025262	9989429	5/30/2003			627.81
550025262	9989430	5/30/2003			627.81
550025262	9990439	6/14/2003			2,027.72
550025262	9990440	6/14/2003			768.27
550025262	9990441	6/14/2003			1,659.17
550025262	9990442	6/14/2003			2,509.07
550025262	9990443	6/14/2003			2,350.11
550025262	9990444	6/14/2003			2,660.89
55002562	9992137	8/1/2003			868.55
55002562	9992138	8/1/2003			1,845.07
55002562	9992139	8/1/2003			898.36
55002562	9992140	8/1/2003			558.44
	A 656549	6/21/2005			338.24
550054737	900525	2/5/2005			6,528.69
550054737	901347	3/4/2005			2,313.01
550000706	901348	3/4/2005			1,959.43
550054737	902098	4/2/2005			986.06
550054737	903230	5/7/2005			401.04
550054737	C 903988	6/5/2005			-206.10
550054737	C 906601	9/4/2005			-962.17
550054737	906771	9/15/2005			23,879.10
550054737	907150	9/29/2005	Yes		22,531.18
550054737	907450	10/2/2005	Yes		387.42
550000706	9950028	3/23/2001			5,167.24
550000706	9950883	4/9/2001			1,482.00
550000706	9950884	4/9/2001			1,482.00
550000706	9952179	5/7/2001			4,295.52
550000706	9952223	5/8/2001			11,646.24
550000706	9961006	11/29/2001			1,829.78
550000706	9961007	11/29/2001			1,719.61
414676	9961824	12/17/2001			5,368.26
9013933	896502	8/31/2004			8,598.00
9013933	896531	9/1/2004			10,353.50

Delphi Pre-Petition Balance

Customer Purchase Order	Invoice Number	Invoice Date	Reclam Claim	Partial Paymt	Amount Due
9013933	896591	9/3/2004			8,911.55
Total:					516132.52 (435,170 Unsecured + 80,962.22 Reclamation)